

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 15
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LUPATECH S.A., <i>et al.</i> , <sup>1</sup>	:	Case No. 16-11078 (MG)
	:	
Debtors in a Foreign Proceeding.	:	(Jointly Administered)
	:	
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**ORDER SCHEDULING HEARING AND SPECIFYING  
THE FORM AND MANNER OF SERVICE OF NOTICE**

Upon the motion (the “**Motion**”)<sup>2</sup> of Ricardo Doebeli, in his capacity as the authorized foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (the “**Debtors**”) in connection with a proceeding (the “**Foreign Proceeding**”) commenced in the Federative Republic of Brazil pursuant to Federal Law 11.101 of February 9, 2005 (pending before the First Chamber of Bankruptcy, Judicial Recovery and Arbitration Disputes of the Comarca Forum of São Paulo) for entry of an order scheduling a hearing and specifying the form and manner of service of notice (this “**Order**”); and this Court having reviewed the Motion and the statements contained in the *Declaration of Ricardo Doebeli in Support of (I) Verified Chapter 15 Petitions, (II) Foreign Representative’s Motion for Order Granting Final Relief in Aid of a Foreign Proceeding, and (III) Certain Related Relief*; and it appearing that this Court has jurisdiction to consider the Motion pursuant to sections 157 and 1334 of title 28 of the United States Code, and the Amended Standing Order of Reference from

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<sup>1</sup> The last four digits of the Taxpayer Registration Number or Tax ID, as applicable, of each of the Debtors follow in parentheses: (a) Lupatech S.A. (01-12); (b) Lupatech – Equipamentos e Serviços para Petróleo Ltda. (01-04); (c) Mipel Indústria e Comércio de Válvulas Ltda. (01-00); and (d) Lupatech Finance Limited (none). The Debtors’ collective executive headquarters is located at Rua Alcides Lourenço da Rocha, 167 8o andar, Conjunto 81, São Paulo, Brazil.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

the United States District Court for the Southern District of New York dated as of January 31, 2012; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their creditors, and other parties in interest, and will further the objectives of chapter 15 of the Bankruptcy Code; and after due deliberation and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is granted.
2. The Recognition Hearing Notice, substantially in the form attached hereto as Exhibit 1, is hereby approved.
3. The Noteholder Service Procedures are hereby approved.
4. The Debtors are hereby authorized to engage Epiq solely in connection with serving notice to interested parties (in accordance with the Noteholder Service Procedures where applicable).
5. Prior to mailing the Recognition Hearing Notice, the Foreign Representative and Epiq may fill in any missing dates and other information as ordered by this Court, correct any typographical errors, conform the provisions thereof to the provisions of this Order, and make such other and further non-material, non-substantive changes as the Foreign Representative deems necessary or appropriate.
6. The Foreign Representative shall serve, or cause to be served, in accordance with Bankruptcy Rule 2002(q) and Local Rule 2002-4, on the Notice Parties the Recognition Hearing Notice, including all Exhibits thereto (*provided, that*, such exhibits may be served on compact disc or similar widely accessible digital media storage format at the election

of the Foreign Representative), by United States mail, first class postage prepaid (or, if necessary or expeditious, its foreign equivalent), within three business days of the entry of this Order.

7. The Foreign Representative shall serve, or cause to be served by Epiq, on the Master Service List, including any party requesting to be added thereto, all pleadings and other papers filed by the Foreign Representative in these chapter 15 cases by United States mail, first class postage prepaid (or, if necessary or expeditious, its foreign equivalent).

8. To the extent not previously served, in the event any party files a notice of appearance in these chapter 15 cases subsequent to the Foreign Representative's initial service of the Recognition Hearing Notice as provided for in this Order, the Foreign Representative shall serve, or caused to be served by Epiq, on such party, the Recognition Hearing Notice, the Recognition Motion, and the Proposed Recognition Order (or, to the extent the Proposed Recognition Order has previously been entered by this Court, the Final Order (as defined in the Recognition Motion)) within three business days of the filing of such notice of appearance by United States mail, first class postage prepaid (or, if necessary or expeditious, its foreign equivalent).

9. The Foreign Representative shall cause the Recognition Hearing Notice (modified as necessary and appropriate for publication purposes, including such modifications as are reflected on Exhibit 2 hereto) to be published within three business days of entry of this Order in the national edition of *The Wall Street Journal*.

10. Service of the Recognition Hearing Notice, the Recognition Motion, the Proposed Recognition Order, and all other pleadings or papers filed by the Foreign Representative in accordance with this Order is hereby approved as due and sufficient notice and service of the filing of the verified chapter 15 petitions, the Recognition Motion, the Proposed

Recognition Order, the Recognition Hearing, the Recognition Objection Deadline, and all such other pleadings or papers on all interested parties in these chapter 15 cases.

11. Bankruptcy Rule 1010 shall not apply to the Debtors' verified petitions seeking recognition of a foreign main proceeding and, therefore, the summons requirements in Bankruptcy Rule 1011(b) are inapplicable to the verified Chapter 15 Petitions and the Recognition Motion and any requirements under the Bankruptcy Code, the Bankruptcy Rules, or otherwise for notice thereof.

12. All notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby waived or otherwise deemed inapplicable to these chapter 15 cases.

13. This Court shall retain jurisdiction with respect to any and all matters arising from or relating to the interpretation or implementation of this Order.

**IT IS SO ORDERED.**

Dated: April 29, 2016.  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge

EXHIBIT 1  
Recognition Hearing Notice

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 15  
: :  
LUPATECH S.A., *et al.*,<sup>1</sup> : Case No. 16-11078 (MG)  
: :  
Debtors in a Foreign Proceeding. : [(Jointly Administered)]  
: :  
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**RULE 2002 NOTICE OF PETITIONS FOR RECOGNITION OF A  
FOREIGN PROCEEDING AND OF COURT’S INTENTION TO  
COMMUNICATE WITH FOREIGN COURT AND FOREIGN REPRESENTATIVE**

**PLEASE TAKE NOTICE** that on [●] 2016, Ricardo Doebeli, in his capacity as the authorized foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (the “**Debtors**”) in connection with a proceeding (the “**Foreign Proceeding**”) commenced in the Federative Republic of Brazil pursuant to Federal Law 11.101 of February 9, 2005 (pending before the First Chamber of Bankruptcy, Judicial Recovery and Arbitration Disputes of the Comarca Forum of São Paulo (the “**Foreign Court**”)), filed (a) verified petitions for relief (the “**Petitions**”) under chapter 15 of title 11 of the United States Code, (as amended from time to time, the “**Bankruptcy Code**”) and (b) the *Foreign Representative’s Motion for Order Granting Final Relief in Aid of a Foreign Proceeding* (the “**Recognition Motion**”), seeking (a) recognition of the Foreign Proceeding as a foreign main proceeding pursuant to section 1515 of the Bankruptcy Code and (b) recognition and enforcement of (i) the Judicial Recovery Plan of Grupo Lupatech, dated as of August 24, 2015 (the “**Lupatech Brazilian Plan**”) and (ii) the Foreign Court’s Order approving the Lupatech Brazilian Plan (the

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“**Homologation Order**”), in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). A copy of the Recognition Motion is attached hereto as Appendix 1. The proposed order granting recognition of the Foreign Proceeding and granting other related relief (the “**Proposed Recognition Order**”) is attached to the Recognition Motion as Exhibit A.

**PLEASE TAKE FURTHER NOTICE** that following entry of the Proposed Recognition Order by the Bankruptcy Court, all Lupatech Finance Limited’s 3% Guaranteed Senior Amortizing Bonds (the “**3% Notes**”) will be exchanged for new debt or equity securities in accordance with any elections previously made by the holders of such notes, as described in detail in the Declaration of Ricardo Doebeli in Support of (i) Verified Chapter 15 Petitions, (ii) Foreign Representative’s Motion for Order Granting Final Relief in Aid of a Foreign Proceeding, and (iii) Certain Related Relief (the “**Doebeli Declaration**”). A copy of the Doebeli Declaration is attached hereto as Appendix 2. An English translation of the Lupatech Brazilian Plan is attached to the Doebeli Declaration as Exhibit E. An English translation of the Homologation Order is attached to the Doebeli Declaration as Exhibit G. **The 3% Notes that were not tendered for exchange into new securities by the applicable deadline described in the Doebeli Declaration will be exchanged pursuant to default options as described in the Doebeli Declaration and the Lupatech Brazilian Plan.**

**PLEASE TAKE FURTHER NOTICE** that on [•], 2016, the Bankruptcy Court entered an Order Directing Joint Administration of the Debtors’ chapter 15 cases (Docket No. \_\_\_\_ ) under case No. 16-[•] (\_\_\_\_).

**PLEASE TAKE FURTHER NOTICE** that it is anticipated that the Bankruptcy Court may communicate directly with, or request information or assistance directly from, the

Foreign Court and/or the Foreign Representative pursuant to section 1525 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court has scheduled a hearing before the Honorable \_\_\_\_\_ in Room \_\_\_\_ of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on [•] \_\_, 2016 at \_\_ : \_\_ \_\_.m (prevailing Eastern time) to consider approval of the Petitions and granting of the relief requested in the Recognition Motion (the “**Recognition Hearing**”), including recognition of the Foreign Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court may order the scheduling of a case management conference to consider the efficient administration of these chapter 15 cases.

**PLEASE TAKE FURTHER NOTICE** that any party in interest wishing to submit a response or objection to the Petitions or the relief requested by the Foreign Representative therein or in the Recognition Motion, must do so in accordance with the Bankruptcy Code, the Local Rules of the United States Bankruptcy Court for the Southern District of New York, and the Federal Rules of Bankruptcy Procedure, in a writing that sets forth the bases therefor with specificity and the nature and extent of the respondent’s claims against the Debtors. Such response or objection must be filed with the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004, and served upon: (a) Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Attn: Fredric Sosnick (FSosnick@shearman.com) and Randall Martin (randall.martin@shearman.com)) and (b) Emmet, Marvin & Martin LLP, 120 Broadway, 32<sup>nd</sup> Floor, New York, NY 10271 (Attn: Edward Zujkowski (ezujkowski@emmetmarvin.com)), **so as to be actually received by each of them no**



**later than [•] p.m. (prevailing Eastern time) on [•], 2016.** All parties in interest opposed and wishing to object to the verified petitions or the request for relief contained therein or in the Recognition Motion must appear at the Recognition Hearing at the time and place set forth above. If no response or objection is timely filed and served as provided above, the Bankruptcy Court may grant the relief requested by the Foreign Representative without further notice or hearing.

**PLEASE TAKE FURTHER NOTICE** that the Recognition Hearing may be adjourned from time to time without further notice other than a motion on the docket in these chapter 15 cases or an announcement in open court of the adjourned date or dates of any further adjourned hearing.

**PLEASE TAKE FURTHER NOTICE** that copies of the petitions and certain other pleadings filed contemporaneously therewith are available by (a) accessing the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <https://ecf.nysb.uscourts.gov> (a PACER login and password are required to retrieve a document), or (b) upon request to the Foreign Representative's noticing agent (by mail or email) addressed to: LPT Case Administration, c/o Epiq Bankruptcy Solutions, LLC, 777 Third Avenue, New York, NY 10017, Attn: Lupatech (hand delivery or overnight courier) or via email: [tabulation@epiqsystems.com](mailto:tabulation@epiqsystems.com) – please reference Lupatech in the subject line.

This announcement is not an offer for sale of securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Neither Lupatech S.A. nor any of its affiliates intend to register any portion of any offering or conduct a public offering of securities in the United States.

**APPENDIX 1**

*RECOGNITION MOTION*

**APPENDIX 2**

*DOEBELI DECLARATION*

EXHIBIT 2

Recognition Hearing Notice (Publication Version)

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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Debtors in a Foreign Proceeding.	:	(Jointly Administered)
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the Petitions and granting of the relief requested in the Recognition Motion (the “**Recognition Hearing**”), including recognition of the Foreign Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

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**PLEASE TAKE FURTHER NOTICE** that the Recognition Hearing may be adjourned from time to time without further notice other than a motion on the docket in these chapter 15 cases or an announcement in open court of the adjourned date or dates of any further adjourned hearing.

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This announcement is not an offer for sale of securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Neither Lupatech S.A. nor any of its affiliates intend to register any portion of any offering or conduct a public offering of securities in the United States.